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AMENDMENT AND RATIFICATION OF OIL AND GAS LEASE

STATE OF TEXAS

COUNTY OF TARRANT

WHEREAS, on 7/21/2008, Thomas Harrison Carr and wife Marion Carr, as Lessor, executed and delivered to Woodcrest Oil and Gas I, LLC, as Lessee, that certain Oil and Gas Lease recorded at Document Number D208313559 of the Official Public Records of Tarrant County, Texas (hereinafter referred to as the "Lease").

WHEREAS, said Lease covers the following described lands situated in **Tarrant County, Texas:**

0.289 acres, more or less, being Lot 1 out of Block 2 of the Chapel Creek Ranch, Phase 1A, in the City of Fort Worth, Tarrant County, Texas and as recorded in Volume 388-206 Page 99 & 100, Plat Records, Tarrant County, Texas and as described in that Deed dated December 11, 1991 by and between Choice Homes- Texas Inc, as Grantor and Thomas Harrison Carr and wife Marion Carr, as Grantee, recorded at instrument number D191215372, Official Public Records, Tarrant County, Texas.

WHEREAS, Finley Resources Inc., whose address is 1308 Lake Street, Fort Worth, Texas 76102, is the present owner of said Lease.

NOW, THEREFORE, Lessor and Lessee recognize that said Lease is in full force and effect and it is the desire of both the Lessor and Lessee to amend the primary term of said Lease from two (2) years to thirty (30) months so the new expiration date of said Lease is 1/21/2011.

NOW, THEREFORE, Lessor and Lessee agree to delete the first sentence in Paragraph Three, on Page One and amend said Lease by substituting the following sentence:

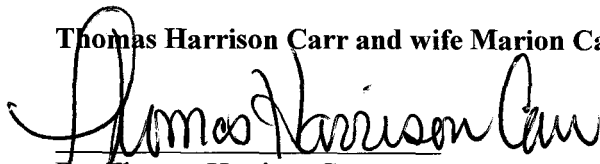
"The Lease is for a primary term of thirty (30) months from the Effective Date stated above, and is effective as long thereafter as oil, gas, or other minerals are produced in paying quantities from the Lands, or other lands pooled with the Lands, according to and by the terms and provisions of the Lease between Lessor and Lessee. The Lease, with all of its terms, covenants, and other provisions, is referred to and incorporated into this Memorandum for all purposes. This Memorandum is placed of record for the purpose of giving notice of the Lease. The original of the Lease is maintained in the office of the Lessee."

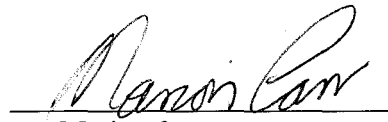
NOW, THEREFORE, the undersigned does hereby ratify, adopt and confirm said lease in all terms and provisions, and does hereby lease, grant, demise and let said land and premises unto Lessee. Both Lessor and Lessee do hereby agree and declare that said Lease in all of its terms and provisions is binding and is a valid subsisting oil and gas lease. The Lease, as amended and ratified hereby, shall remain in full force and effect from the date set forth below until 1/21/2011; and so long thereafter, according to the terms and provisions of the lease, the Lease shall remain in full force and effect.

Executed this 16 day of July, 2010.

Lessor:

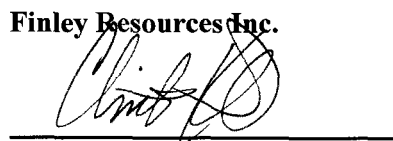
Thomas Harrison Carr and wife Marion Carr


By: Thoams Harrison Carr


By: Marion Carr

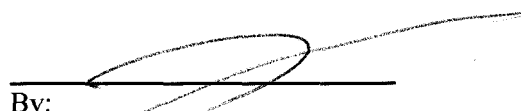
Lessee:

Finley Resources Inc.


By: **Clinton H. Koerth**
Its: **VP of Land & Acquisition**

Lessee:

Woodcrest Oil and Gas I, LLC


By: _____
Its: _____

THE STATE OF Texas §
 COUTNY OF Tarrant §

BEFORE ME, the undersigned, a Notary Public, on this day personally appeared Thoams Harrison Carr, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged, that (s)he has executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 20th day of July, 2010

[SEAL]



Kathy I. Clark

Notary Public in and for the
 State of Texas

My Commission Expires:

Aug 24, 2013

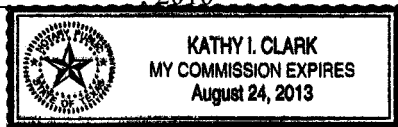
Print Name of Notary Public Here

THE STATE OF Texas §
 COUTNY OF Tarrant §

BEFORE ME, the undersigned, a Notary Public, on this day personally appeared Marion Carr, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged, that (s)he has executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 20th day of July, 2010

[SEAL]



Kathy I. Clark

Notary Public in and for the
 State of Texas

My Commission Expires:

Aug 24, 2013

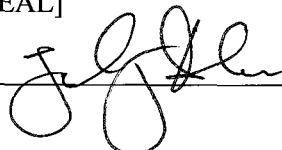
Print Name of Notary Public Here

THE STATE OF TEXAS§
§
§COUNTY OF TARRANT

BEFORE ME, the undersigned, a Notary Public, on this day personally appeared by, **James A. Ryffel** as MANAGER on behalf of said Woodcrest Oil and Gas I, LLC, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged, that (s)he has executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 23rd day of JULY, 2010

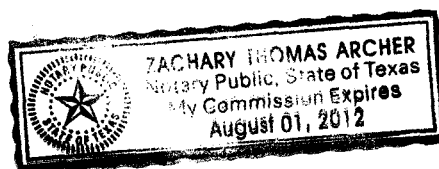
[SEAL]



Notary Public in and for the
State of Texas

My Commission Expires: 8-1-2012ZACHARY ARCHER

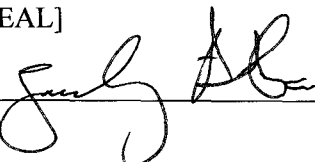
Print Name of Notary Public Here

THE STATE OF TEXAS§
§
§COUNTY OF TARRANT

BEFORE ME, the undersigned, a Notary Public, on this day personally appeared by, **Clinton Koerth** as Vice President on behalf of said Finley Resources Inc., known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged, that (s)he has executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 23rd day of JULY, 2010

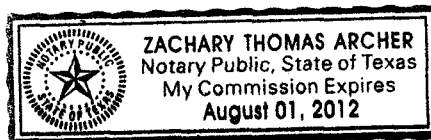
[SEAL]



Notary Public in and for the
State of Texas

My Commission Expires: 8-1-2012ZACHARY ARCHER

Print Name of Notary Public Here



SUZANNE HENDERSON

COUNTY CLERK



100 West Weatherford Fort Worth, TX 76196-0401

PHONE (817) 884-1195

FINLEY RESOURCES INC
C/O ZACHARY ARCHER
P O BOX 2200
FT WORTH, TX 76113

Submitter: FINLEY RESOURCES INC

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 7/29/2010 11:39 AM

Instrument #: D210183355

OPR

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PGS

\$24.00

By: _____

Suzanne Henderson

D210183355

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY
BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

Prepared by: CAMADDOCK